

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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EUGENIA VI VENTURE HOLDINGS, LTD.,
Plaintiff,

07-CIV-9417

-against-

(Batts, J.)

(Eaton, M.J.)

MAPLEWOOD EQUITY PARTNERS, LP,

Defendant.

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**NOTICE OF DEFENDANTS' MOTION TO DISMISS
AND INCORPORATED MEMORANDUM OF LAW**

PLEASE TAKE NOTICE, that upon the annexed Motion and Incorporated Memorandum of Law, Defendant Maplewood Equity Partners, L.P. ("MapleWood Equity"), by its undersigned counsel, will move this Court, before the Honorable Deborah A. Batts, United States District Judge, in her Courtroom at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Room 2510, New York, New York 10007-1312, as soon as counsel may be heard, for an order dismissing the Complaint filed by Plaintiff, Eugenia VI Venture Holdings, Ltd. ("Eugenia"), with prejudice.

The Complaint should be dismissed in its entirety pursuant to Rule 12(b)(1) because the Court lacks subject matter jurisdiction to consider this lawsuit. There are "aliens" on both sides of the litigation, meaning complete diversity does not exist. The Complaint should also be dismissed pursuant to Rule 12(b)(6) because Eugenia has not, and cannot, adequately plead its "alter ego" theory of relief, or plead its thinly veiled fraud claim with the particularity required by Rule 9(b).

PLEASE TAKE FURTHER NOTICE, that opposition to this motion shall be made in writing, filed and served in accordance with Local Civil Rules 5.2, 5.3 and 6.1 (with a hard copy delivered to the Chambers of Judge Batts), and be served upon (i) Stevens & Lee, P.C., 485 Madison Avenue, 20th Floor, New York, New York 10022, Attn: Chester B. Salomon, Esq.; and (ii) Akerman Senterfitt, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131, Attn: Brian P. Miller, Esq., so as to be received on or before December 11, 2007.

Dated: New York, New York
November 27, 2007

STEVENS & LEE, P.C.

By: /s/ Chester B. Salomon
Chester B. Salomon (CS-2319)
Constantine D. Pourakis (CP-0730)
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-and-

AKERMAN SENTERFITT

Brian P. Miller, Esq. (*pro hac vice* application filed simultaneously herewith)
One Southeast Third Avenue
Miami, Florida 33131
Telephone: 305-982-5626

Attorneys for Defendant